

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the joint) Application No. C-3746
Application of OPEX)
Communications, Inc., Elk Grove)
Village, Illinois, seeking a) GRANTED
transfer of control to Total)
Call International, Inc., Los)
Angeles, California.) Entered: February 27, 2007

BY THE COMMISSION:

On January 12, 2007, an application was filed by OPEX Communications, Inc. (OPEX), Elk Grove Village, Illinois, seeking a transfer of control to Total Call International, Inc. (Total), Los Angeles, California. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 18, 2007. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

OPEX is an Illinois corporation with its headquarters at 500 East Higgins Rd. Suite 200, Elk Grove, Illinois 60007. OPEX is a long distance reseller offering customers traditional long distance service, toll-free calling, calling card, mobile and fixed wireless, dial-up and dedicated Internet access, VoIP, conference calling and other Internet-based services. In Nebraska, OPEX received authority to operate as a resale carrier of intrastate interexchange interLATA and intraLATA telecommunications services pursuant to Docket No. C-2121 issued on November 4, 1999.

Total is a privately held California corporation with its headquarters at 707 Wilshire Boulevard, 12th Floor, Los Angeles, California 90017. Total has been a provider of telecommunications services to business and residential customers virtually nationwide. Total is a long distance reseller offering customers traditional long distance service, dial-up and DSL Internet service, VoIP, prepaid calling card and wireless service. Although Total is not authorized to provide telecommunications services in Nebraska at this time, it is authorized to provide resold long distance telecommunications services virtually nationwide. Total is also authorized by the Federal Communications Commission to provide domestic interstate and facilities based and resold international telecommunications services.

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Pursuant to the terms of a Stock Purchase Agreement dated January 10, 2007, between Total and Premiercom Management Company (Premiercom), Total will purchase from Premiercom all of the issued and outstanding shares of capital stock of OPEX. As a result, OPEX will become a direct, wholly owned subsidiary of Total. Total's ownership, operations and customers will not be affected by this transaction, and although OPEX's ownership will change, its operations and customers likewise will not be affected by this transaction. Immediately following the transaction, OPEX will continue to offer service to existing customers with no change in their rates or terms and conditions of service.

The transfer of control will allow consumers to benefit from the operation of two strong telecommunications providers under one umbrella company. The combination of these companies will enable the companies to compete more effectively in the highly competitive market for telecommunications services.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-3746, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 27th day of February, 2007.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Gerald D. Vay
Anne C. Bayle
Tim Schram

//s// Rod Johnson

//s// Frank E. Landis

Chairman

Rod Johnson

ATTEST:

And S. Pollak

Executive Director